

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Morgan Stanley & Co. International plc
Name of Transferee

Avenue TC Fund, LP
Name of Transferor

Name and Address where notices to transferee
should be sent:

Morgan Stanley & Co. International plc
c/o Morgan Stanley & Co. Incorporated
1585 Broadway
New York, New York 10036-8293
Attention: Chief Legal Officer
Phone: 212-761-4000
Facsimile: 212-507-4622

Court Claim # (if known): 11308
Amount of Claim: \$179,400,412.00 (as allowed)
Amount of Claim Transferred: \$1,936,778.45
Date Claim Filed: September 10, 2009
Debtor: Lehman Brother Special Financing Inc.

with copies to:

Morgan Stanley & Co. International plc
c/o Morgan Stanley & Co. Incorporated
1585 Broadway, 3rd Floor
New York, New York 10036-8293
Attention: Counterparty Portfolio Management
Group

and

Morgan Stanley & Co. International plc
c/o Morgan Stanley & Co. Incorporated
1585 Broadway, 2nd Floor
New York, New York 10036-8293
Attention: John Ragusa
Email; nydocs@morganstanley.com

and

Cadwalader, Wickersham & Taft LLP
700 Sixth Street, N.W.
Washington, DC 20001
Attention: Mark C. Ellenberg, Esq.
Phone: 202-862-2238
Facsimile: 202-862-2400

and

Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
Attention: Howard R. Hawkins, Esq.
Phone: 212-504-6422
Facsimile: 212-504-6666

and

Richards Kibbe & Orbe LLP
One World Financial Center
New York, NY 10281
Attention: Managing Clerk
Phone: 212-530-1800
Facsimile: 212-530-1801

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

BRIAN CRIPPS
Authorized Signatory

By: 
Transferee/Transferee's Agent

Date: 12/14/12

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Avenue TC Fund, LP** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Morgan Stanley & Co. International plc** ("Assignee") all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with, **\$1,936,778.45** of its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Lehman Brothers Special Financing Inc.** (the "Debtor"), the debtor in chapter 11 Case No. 08-13888 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 11308) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is
executed this 14 day of December 2012

Morgan Stanley & Co. International plc

By: 
Name: **BRIAN CRIPPS**
Title: **Authorised Signatory**

Avenue TC Fund, LP

By: Avenue TC GenPar, LLC, its General Partner
By: GL TC Partners, LLC, its Managing Member

By: _____
Name:
Title:

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Avenue TC Fund, LP** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Morgan Stanley & Co. International plc** ("Assignee") all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with, **\$1,936,778.45** of its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Lehman Brothers Special Financing Inc.** (the "Debtor"), the debtor in chapter 11 Case No. 08-13888 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 11308) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 14 day of December 2012

Morgan Stanley & Co. International plc

By: _____
Name:
Title:

Avenue TC Fund, LP
By: Avenue TC GenPar, LLC, its General Partner
By: GL TC Partners, LLC, its Managing Member

By: _____
Name: *Sonia Garcluer*
Title: *Member*